

Michael C. Bynane
Assistant General Attorney

RECORDATION NO. 10064-C Filed 1425



April 22, 1980

APR 23 1980 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

Law Department
Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101
216 623 2472

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 114A036

Date APR 23 1980

Fee \$ 10.00

Dear Ms. Mergenovich:

ICC Washington, D. C.

Enclosed are five executed counterparts Nos. 1, 2, 3, 4, and 5 (of 6) of Amendment Agreement No. 3 dated as of April 1, 1980, among The Chesapeake and Ohio Railway Company, P.O. Box 6419, Cleveland, Ohio 44101 (Buyer), Metropolitan Life Insurance Company, One Madison Avenue, New York, New York 10010 (Assignee), and Fruit Growers Express Company, 1625 K. Street., N.W., ~~Washington, D.C. 20006~~ (Seller).

The equipment covered by this Amendment Agreement consists of:

66 cabooses bearing the Buyer's road numbers 4094-4159, inclusive, AAR Mechanical Designation NE.

The equipment was to have been lettered "Chessie System", "C&O", or in some other appropriate manner and was to have been also marked:

**"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT
FILED WITH THE INTERSTATE COMMERCE COMMISSION"**

The enclosed Amendment Agreement amends the Conditional Sale Agreement and Agreement and Assignment both dated as of February 1, 1979, involving the Seller, the Buyer, the Assignee, and others, that was recorded in the office of the Secretary of the Interstate Commerce Commission on January 30, 1979, at 10:00 a.m., and assigned recordation number 10064.

Also enclosed is a draft of The Chesapeake and Ohio Railway Company in the amount of \$10 representing the required recording fee.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 USC §11303, (formerly Section 20c of the Interstate Commerce Act) as currently administered, you are hereby requested to duly file one of the enclosed counterparts for record in your office and to return the remaining four to me at my above address.

Very truly yours,

Michael C. Bynane

MCB:aj
Enclosures

RECEIVED
APR 23 1 34 PM '80
I.C.C.
FEE OPERATION BR.



The Chessie System railroads are the C&O, B&O, WM and affiliated lines. Chessie System, Inc. is the parent for the railroads, Chessie Resources, Inc., Western Pocahontas Corp. and The Greenbrier.

June 11 Smith
Connelly

Interstate Commerce Commission
Washington, D.C. 20423

4/23/80

OFFICE OF THE SECRETARY

Michael C Bynane
Chessie System
P.O.Box 6419
Cleveland, Ohio 44101

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4/23/80** at **1:40pm**, and assigned re-
recording number(s). **10064-C**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 10064-C Filed 1425

APR 23 1980 - 1 40 PM

INTERSTATE COMMERCE COMMISSION
AMENDMENT AGREEMENT No. 3, dated as of

April 1, 1980, among THE CHESAPEAKE AND
OHIO RAILROAD COMPANY (the "Railroad"), FRUIT
GROWERS EXPRESS COMPANY ("Fruit Growers"),
and METROPOLITAN LIFE INSURANCE COMPANY (the
"Assignee").

The Railroad, ACF Industries, Incorporated, General
Electric Company (both hereinafter called the "Other Builders")
and Fruit Growers have entered into a Conditional Sale Agreement
dated as of February 1, 1979 (hereinafter together with the
amendments referred to below called the "CSA").

Fruit Growers, the Other Builders and the Assignee
have entered into an Agreement and Assignment dated as of
February 1, 1979 (the "Assignment").

The Railroad, Fruit Growers, the Other Builders and
the Assignee have entered into an Amendment Agreement dated as
of May 1, 1979 ("Amendment No. 1").

The Railroad, Fruit Growers and the Assignee have
entered into an Amendment Agreement No. 2 dated as of January 15,
1980 ("Amendment No. 2").

The CSA and the Assignment were filed with the Inter-
state Commerce Commission pursuant to 49 U.S.C. § 11303 on
January 30, 1979, at 10:00 a.m., and were assigned Recordation

No. 10064; Amendment No. 1, was filed with the Interstate Commerce Commission on June 6, 1979, at 10:10 a.m., with Recordation No. 10064-A; and Amendment No. 2 was filed with the Interstate Commerce Commission on March 3, 1980, with Recordation No. 10064-B.

The parties hereto now desire to amend the CSA to exclude all of the Equipment of Fruit Growers from the CSA and the Other Builders have no interest in such amendment. The Railroad and the Assignee also desire to amend the CSA to provide for an additional event of default in the CSA (the terms used in this Amendment No. 3 which are defined in the CSA having the meanings specified in the CSA).

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The CSA is hereby amended to exclude from Schedule B to the CSA the 66 Cabooses to be built by Fruit Growers bearing the road numbers of the Railroad C & O 4094-4159 inclusive.

2. The CSA is hereby amended by adding the following event of default in Article 16 of the CSA:

"(f) an event of default shall occur under the Conditional Sale Agreement dated as of February 1, 1979, between the Railroad and The Chessie Corporation;"

3. The Assignment is hereby amended to permit the aforesaid amendments to the CSA as though originally set forth therein.

4. The Railroad will promptly cause this Amendment No. 3 to be filed in accordance with the provisions of Article 19 of the CSA.


5. Except as amended hereby, the CSA and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE CHESAPEAKE AND OHIO RAILROAD
COMPANY,

[Corporate Seal]

by


Assistant Vice President
and Treasurer

Attest:

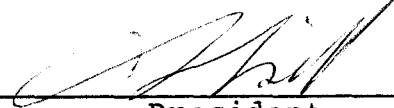

Deputy Corporate Secretary

APPROVED AS TO FORM


ASSISTANT GENERAL ATTORNEY

FRUIT GROWERS EXPRESS COMPANY,

by


President

[Corporate Seal]

Attest:


Secretary

METROPOLITAN LIFE INSURANCE
COMPANY,

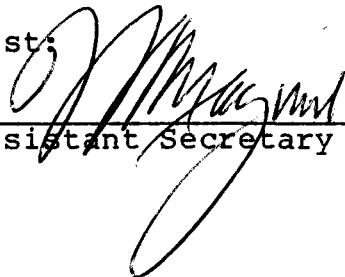
[Corporate Seal]

by


Vice President


Assistant General Counsel *ecc*

Attest:


Assistant Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 23rd day of April 1980, before me personally appeared James J. Gorman and Walter M. Gorman, to me personally known, who being by me duly sworn, say that they are James J. Gorman and Walter M. Gorman, respectively, of Metropolitan Life Insurance Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Catherine Ann Rice
Notary Public

CATHERINE ANN RICE
NOTARY PUBLIC, State of New York
No. 24-8559315
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1982

DISTRICT OF COLUMBIA) ss.:

On this 23rd day of April 1980, before me personally appeared C.S. Hill, to me personally known, who being by me duly sworn, says that he is President of Fruit Growers Express Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]


L. W. Moffett
Notary Public

L. W. MOFFETT, Notary Public
City of Washington, District of Columbia
My Commission Expires October 14, 1982

STATE OF OHIO,)
) ss.:
COUNTY OF CUYAHOGA,)

On this *22ND* day of April 1980, before me personally appeared *L. C. ROIG, JR.*, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President and Treasurer of The Chesapeake and Ohio Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]



Notary Public
CLARA MASUGA, Notary Public
State of Ohio - Cuyahoga County
My Commission Expires April 21 **1984**